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12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

Counter Part - May 20th

18905-K

RECEIVED
SURFACE TRANSPORTATION BOARD
JUN 3 10 03 AM '96

June 3, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Partial Termination of Security Agreement dated 1/2/96 which releases the following railroad equipment from the Security Agreement dated 7/20/94 between Helm-Atlantic Associates Limited Partnership and NationsBank of Virginia, N.A., STB Recordation #18905:

- 1, SD40 Locomotive
HLCX 6055 (CBRY 301)

Please record this agreement as a secondary document to STB Recordation #18905. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

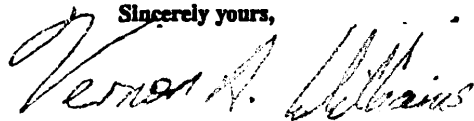
6/3/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 6/3/96 at 10:05AM, and
assigned recordation number(s). 18905-K.

Sincerely yours,

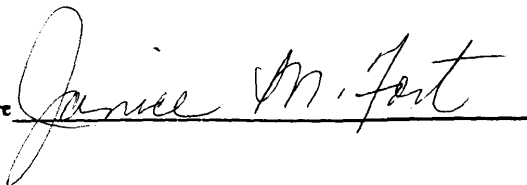


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18905-K

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of January 2, 1996, by NationsBank, N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the one (1) locomotive bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates is planning to sell the Unit to third parties as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Unit.

2. **Termination of Security Interest.** The Agent's security interest in the Unit shall be and is hereby terminated upon the filing of this Partial Termination with the STB and all of the Agent's right, title and interest in and to the Unit shall and has become null and void.

This release shall have no effect on the Agent's security interest in and lien on any collateral other than the Unit and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Partial Termination on the date indicated below its signature.

NATIONSBANK, N.A., as Agent

By: E. Turner Leggin

Title: Senior Vice President

Date: 5/31/96

CM

STATE OF VIRGINIA

City
COUNTY OF Richmond

)
) S.S.
)

On this 31 day of May, 1996, before me, personally appeared E. Turner Coggin to me personally know, who being by me duly sworn, says that he is a Senior Vice President of NATIONSBANK, N.A., that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Mary K. Eck
Notary Public

My Commission Expires:

3-31-98

cm

EXHIBIT A

Equipment Description: One (1) SD40 locomotive

Unit Mark & Designation Number:

Existing: HLCX 6055

Prior: CBRY 301

cm